

RECORDATION NO. 21332 FILED

APR 16 '98 10-35 AM

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APR 16 10 34 AM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Courtesy of - Kim Bartman

April 16, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of a Memorandum of Mortgage and Security Agreement (CSXT 1998-A), dated April 16, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Security Trustee: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21202

Borrower: CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

A description of the railroad equipment covered by the enclosed document is:

fifty-two (52) locomotives bearing CSXT reporting marks and road numbers 229 through 280, inclusive

Mr. Vernon A. Williams
April 16, 1998
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

APR 16 '98 10-35 AM

**MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT
(CSXT 1998-A)**

Memorandum of Mortgage and Security Agreement, made and entered into on April 16, 1998 by and between The First National Bank of Maryland, a national banking association, as security trustee ("Security Trustee"), and CSX Transportation, Inc., a Virginia corporation ("Borrower").

WITNESSETH:

The undersigned have entered into that certain Mortgage and Security Agreement (CSXT 1998-A) (the "Mortgage"), dated April 16, 1998, by which the Borrower has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Security Trustee in order to secure the Borrower's performance of its obligations as described in the Loan Agreement (CSXT 1998-A), dated April 16, 1998, between the Borrower and Kreditanstalt für Wiederaufbau, and in the Mortgage.

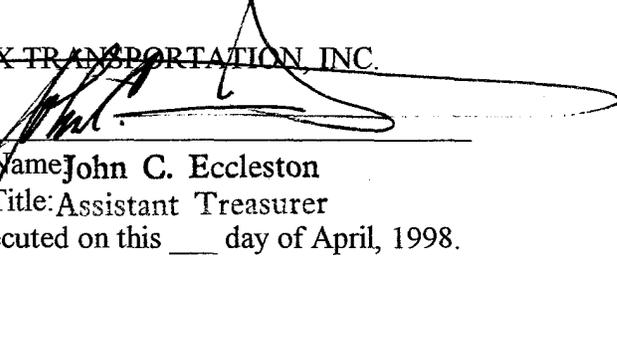
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST NATIONAL BANK OF MARYLAND

By 
Name: **Robert D. Brown**
Title: **Assistant Vice President**

Executed on this ___ day of April, 1998.

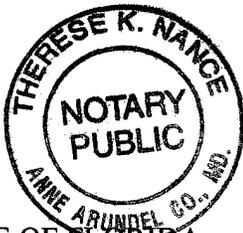
~~CSX TRANSPORTATION, INC.~~

By 
Name: **John C. Eccleston**
Title: **Assistant Treasurer**
Executed on this ___ day of April, 1998.

STATE OF MARYLAND)
 Anne Arundel) SS.:
COUNTY OF ~~BALTIMORE~~)

On this, the 8th day of April, 1998, before me, a Notary Public in and for said County and State, personally appeared ROBERT D. BROWN, who being by me duly sworn, says that (s)he is the ~~CEO~~ Vice President of The First National Bank of Maryland, that said instrument was signed on April __, 1998 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Therese Nance
Name: Therese K. Nance
Notary Public
My Commission Expires: 10/19/99
Residing in Anne Arundel City

STATE OF FLORIDA)
) SS.:
COUNTY OF DUVAL)

On this, the 13th day of April, 1998, before me, a Notary Public in and for said County and State and _____ personally appeared John L. Lee, who being by me duly sworn, says that he is the ~~Assistant Vice President~~ Assistant Vice President of CSX Transportation, Inc., that said instrument was signed on April 13th 1998 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Howard Michael Lee
Name: Howard Michael Lee
Notary Public
My Commission Expires: 8/2/1999
Residing in Duval County

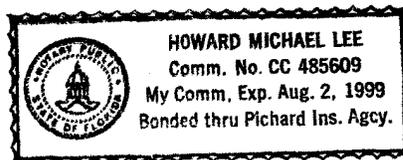


EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company AC 4400 CW Diesel Electric Locomotives	52	CSXT 229-280, inclusive